

Revised Exhibit 2D

Class 6 Form Ballot

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, et al.,¹

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT
TH HOLDCO'S CHAPTER 11 PLAN**

**BALLOT FOR VOTING
CLASS 6 - 85 FLATBUSH RHO HOTEL GENERAL UNSECURED CLAIMS**

¹ The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.

VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 22, 2022.

If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

By the order entered on May __, 2022 [Docket No. __] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Second Amended Disclosure Statement Relating to the Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. __] (the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. __] (the “Plan”).²

If you were, as of May 25, 2022, the holder of one or more Claims in Class 6 (85 Flatbush RHO Hotel General Unsecured Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”),³ provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

³ Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

HOW TO VOTE

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 6 (85 FLATBUSH RHO HOTEL GENERAL UNSECURED CLAIMS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **JUNE 22, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to 85FLATBUSHRHOBALLOTS@DENTONS.COM or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25th Floor, New York, NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) Voted.** The undersigned certifies that, as of May __, 2022, the undersigned held Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$

Item 2. **Vote.** The holder of the Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ **Accept the Plan** **OR** ☐ **Reject the Plan**

Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor

and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured, unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) identified in Item 1, (c) the holder was the holder of the Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) identified in Item 1 as of May 25, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL
BE ALLOWED.

Name of Creditor:

(Print or Type)

Social Security or Federal Tax ID No.: _____

Signature: _____

Print Name: _____

Title: _____

(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 22, 2022, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL 85FLATBUSHRHOBALLOTS@DENTONS.COM. PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.